

L 16000081280

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

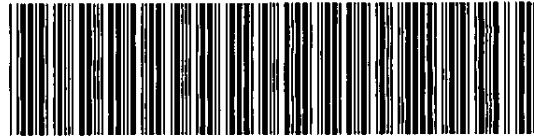
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800287784158

07/11/16--01007--022, **50.00

Eff: 07-15-16

RECEIVED
DEPT. OF REVENUE
16 JUL 11 PM 12:27

LLC
merger

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 JUL 11 PM 12:50

FILED

JUL 12 2016

D CONNELL

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

439 EAST 84 ST., LLC

Signature _____

Requested by: BA

7/11/16

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ ✓ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ ✓ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

ARTICLES OF MERGER

OF

439 EAST 84 ST. LLC,
a New York limited liability company

INTO

439 EAST 84 ST., LLC,
a Florida limited liability company

FILED

16 JUL 11 PM 12:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §605.1025, Florida Statutes, the following Articles of Merger are submitted to merge 439 East 84 St. LLC, a New York limited liability company, into 439 East 84 St., LLC, a Florida limited liability company.

1. The exact name, entity type and jurisdiction of each merging party are as follows:

Name	Jurisdiction	Entity Type
439 East 84 St. LLC	New York	Limited liability company
439 East 84 St., LLC	Florida	Limited Liability Company

2. The name, entity type and jurisdiction of the surviving entity are as follows:

Name	Jurisdiction	Entity Type
439 East 84 St., LLC	Florida	Limited Liability Company

3. The merger was approved by each domestic merging entity that is a limited liability company in accordance with §§605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such a limited liability company who as a result of the merger will have interest holder liability under §605.1023(1)(b).

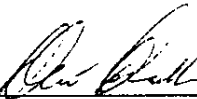
4. The surviving entity existed before the merger and is a domestic filing entity. No amendment to its public organic record is necessary.

5. This entity agrees to pay any members with appraisal rights the amounts to which members are entitled under §605.1006 and §§605.1061-605.1072, F.S.


6. The delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date of this document is filed by the Florida Department of State, is July 15, 2016.

Each of the undersigned entities has caused this Articles of Merger to be signed on 6/21, 2016.

439 EAST 84 ST. LLC,
a New York limited liability company

By: 
ALBERT BALK
Member

439 EAST 84 ST., LLC,
a Florida limited liability company

By: 
ALBERT BALK
Member

AGREEMENT
AND
PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") is made between 439 EAST 84 ST. LLC, a New York limited liability company ("439 New York"), and 439 EAST 84 ST., LLC, a Florida limited liability company ("439 Florida"), 439 New York and 439 Florida sometimes hereafter collectively referred to as the "Constituent Entities."

WHEREAS, the respective members of 439 New York and 439 Florida deem it advisable that 439 New York be merged with and into 439 Florida, and desire to merge the Constituent Entities under the laws of the State of Florida and the State of New York.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

1. The exact name, jurisdiction and entity type for each of the Constituent Entities are as follows:

<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
439 East 84 St. LLC	New York	Limited Liability Company
439 East 84 St., LLC	Florida	Limited Liability Company

2. The name, jurisdiction and entity type for the surviving entity are as follows:

<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
439 East 84 St., LLC	Florida	Limited Liability Company

3. The Constituent Entities hereby agree that 439 New York will be merged into 439 Florida.

4. The interests of the members of 439 New York prior to the merger are as follows:

<i>Member</i>	<i>Class A Membership Units</i>	<i>Class B Membership Units</i>
Albert Balk	10	20.272
Estate of Nora Balk	10	20.272
Martin Balk	-	9.864
Mary Ann Balk	-	9.864
Barry Friedman	-	9.864
Suzan Friedman	-	9.864
TOTALS	20	80

5. The interests of the members of 439 Florida prior to the merger are as follows:

<i>Member</i>	<i>Class A Membership Units</i>	<i>Class B Membership Units</i>
Albert Balk	10	20.272
Estate of Nora Balk	10	20.272
Martin Balk	-	9.864
Mary Ann Balk	-	9.864
Barry Friedman	-	9.864
Suzan Friedman	-	9.864
TOTALS	20	80

6. Upon the merger of the Constituent Entities, 439 Florida will survive, and since the members and their respective percentage ownership interests in each of the Constituent Entities are identical, no new interests in 439 Florida will be issued to the former members of 439 New York.

7. Following the merger, the interests of the members in 439 Florida will be as follows:

Member	Class A Membership Units	Class B Membership Units
Albert Balk	10	20.272
Estate of Nora Balk	10	20.272
Martin Balk	-	9.864
Mary Ann Balk	-	9.864
Barry Friedman	-	9.864
Suzan Friedman	-	9.864
TOTALS	20	80

8. The undersigned intend that no change in the interests of the members of either Constituent Entity in profits, losses or capital shall occur, within the meaning of Section 751 of the Internal Revenue Code of 1986, as amended, as a result of the merger of 439 New York into 439 Florida.

9. Any debt of 439 New York that is recourse debt as to a member of 439 New York is recourse debt as to that member in his or her capacity as a member of 439 Florida.

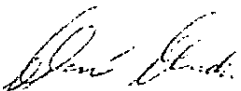
10. The members of 439 New York and the members of 439 Florida each have the power to abandon the merger provided for herein prior to the filing of the Certificate of Merger in New York and the Articles of Merger in Florida.

11. The Plan of Merger will be on file at 2295 Gulf of Mexico Drive, Unit 43S, Longboat Key, FL 34228, and will be furnished by the surviving entity, 439 Florida, on request and without cost to any member.

12. The effective date of the merger will be July 15, 2016.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective entity names to be signed hereto, by their respective authorized members, as appropriate, on the date indicated below.

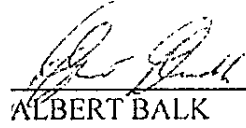
439 EAST 84 ST. LLC,
a New York limited liability company



ALBERT BALK

Dated: 6/21, 2016

439 EAST 84 ST., LLC,
a Florida limited liability company



ALBERT BALK

Dated: 6/21, 2016